

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
2 CUPANIA CIRCLE
MONTEREY PARK, CA 91755-7406

DEPARTMENT OF THE TREASURY

Date: AUG 03 1994

TSUNAMI FUND
1388 SUTTER STREET, SUITE 1010
SAN FRANCISCO, CA 94109

Employer Identification Number:
94-3153687
Case Number:
954214013
Contact Person:
CAROLYN TSCHOPIK
Contact Telephone Number:
(213) 725-7002
Internal Revenue Code
Section 501(c)(4)
Accounting Period Ending:
March 31
Form 990 Required:
Yes
Addendum Applies:
No

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(a) of the Internal Revenue Code as an organization described in the section indicated above.

Unless specifically excepted, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) for each employee to whom you pay \$100 or more during a calendar year. And, unless excepted, you are also liable for tax under the Federal Unemployment Tax Act for each employee to whom you pay \$50 or more during a calendar quarter if, during the current or preceding calendar year, you had one or more employees at any time in each of 20 calendar weeks or you paid wages of \$1,500 or more in any calendar quarter. If you have any questions about excise, employment, or other Federal taxes, please address them to this office.

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status. In the case of an amendment to your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, you should inform us of all changes in your name or address.

In the heading of this letter we have indicated whether you must file Form 990, Return of Organization Exempt From Income Tax. If Yes is indicated, you are required to file Form 990 only if your gross receipts each year are normally more than \$25,000. However, if you receive a Form 990 package in the mail, please file the return even if you do not exceed the gross receipts test. If you are not required to file, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally \$25,000 or less, and sign the return.

If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of \$10 a day is charged when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty charged cannot exceed \$5,000 or 5 per-

Letter 948 (DO/CG)

TSUNAMI FUND

cent of your gross receipts for the year, whichever is less. This penalty may also be charged if a return is not complete, so please be sure your return is complete before you file it.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

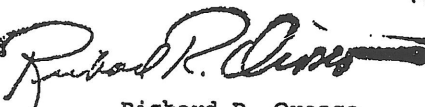
Donors may not deduct contributions to you because you are not an organization described in section 170(c) of the Code. Under section 6113, any fundraising solicitation you make must include an express statement (in a conspicuous and easily recognizable format) that contributions or gifts to you are not deductible as charitable contributions for Federal income tax purposes. This provision does not apply, however, if your annual gross receipts are normally \$100,000 or less, or if your solicitations are made to no more than ten persons during a calendar year. The law provides penalties for failure to comply with this requirement, unless failure is due to reasonable cause.

If we have indicated in the heading of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

Because this letter could help resolve any questions about your exempt status, you should keep it in your permanent records.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours, 

Richard R. Orosco
District Director

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
2 CUPANIA CIRCLE
MONTEREY PARK, CA 91755-7406

DEPARTMENT OF THE TREASURY

Date: AUG 3 1994

TSUNAMI FUND
C/O CYNTHIA R ROWLAND ESQ
COBLENTZ CAHEN MCCABE & BREYER
222 KEARNY STREET, 7TH FLOOR
SAN FRANCISCO, CA 94108

Employer Identification Number:

94-3153687

Case Number:

954214013

Contact Person:

CAROLYN TSCHOPIK

Contact Telephone Number:

(213) 725-7002

Internal Revenue Code

Section 501(c)(4)

Accounting Period Ending:

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If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status. In the case of an amendment to your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, you should inform us of all changes in your name or address.

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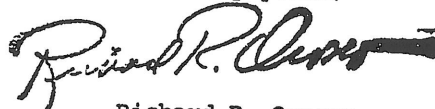
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Because this letter could help resolve any questions about your exempt status, you should keep it in your permanent records.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,



Richard R. Orosco
District Director

Letter 948 (DO/CG)

Form **8718**
(Rev. May 1993)

Department of the Treasury
Internal Revenue Service

User Fee for Exempt Organization Determination Letter Request

▶ Attach this form to determination letter application.
(Form 8718 is NOT a determination letter application.)

For IRS Use Only
Control number **95032718**
Amount paid **465.00**
User fee screener **0**

1 Name of organization
Tsunami Fund

Caution: Do not attach Form 8718 to an application for a pension plan determination letter. Use Form 8717 instead.

2 Type of request.

- a ☐ Initial request for a determination letter for:
- An exempt organization that has had annual gross receipts averaging not more than \$10,000 during the preceding 4 years, or
 - A new organization that anticipates gross receipts averaging not more than \$10,000 during its first 4 years.
- Fee **\$150**

Note: If you checked box 2a, you must complete the Certification below.

Certification. Complete if you checked box 2a above.

I certify that the annual gross receipts of _____ name of organization
have averaged (or are expected to average) not more than \$10,000 during the preceding _____ years of operation.

Signature ▶

Title ▶

- b ☒ Initial request for a determination letter for:
- An exempt organization that has had annual gross receipts averaging more than \$10,000 during the preceding 4 years, or
 - A new organization that anticipates gross receipts averaging more than \$10,000 during its first 4 years.
- Application postmarked before July 1, 1993 \$ 375
Application postmarked after June 30, 1993 \$ 465
- c ☐ Private foundation that has completed a section 507 termination and seeks a determination letter that it is now a public charity. \$ 200
- d ☐ Group exemption letters \$ 500

Instructions

The law requires payment of a user fee with each application for a determination letter. The user fees are listed in item 2 above.

Check the box in item 2 for the type of application you are submitting. If you check box 2a, you must complete and sign the certification statement that appears under line 2a.

Attach to Form 8718 a check or money order payable to the Internal Revenue Service for the full amount of the user fee. If you do not include the full amount, your application will be returned. Attach Form 8718 to your determination letter application.

To avoid delays, send the determination letter application and

Form 8718 to the applicable IRS address shown below. Use the address below even if a different address appears in another form or publication.

If the organization is in:

Send fee and request for determination letter to:

Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, Vermont

Internal Revenue Service
EP/EO Division
P. O. Box 1680, GPO
Brooklyn, NY 11202

Delaware, District of Columbia, Maryland, New Jersey, Pennsylvania, Virginia, any U.S. possession or foreign country

Internal Revenue Service
EP/EO Division
P. O. Box 17010
Baltimore, MD 21203

Indiana, Kentucky, Michigan, Ohio, West Virginia

Internal Revenue Service
EP/EO Division
P. O. Box 3159
Cincinnati, OH 45201

Arizona, Colorado, Kansas, Oklahoma, New Mexico, Texas, Utah, Wyoming

Internal Revenue Service
EP/EO Division
Mail Code 4950 DAL
1100 Commerce Street
Dallas, TX 75242

Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, Alaska, California, Hawaii, Idaho, Nevada, Oregon, Washington

Internal Revenue Service
EP/EO Division
P.O. Box 941
Atlanta, GA 30370

Illinois, Iowa, Minnesota, Missouri, Montana, Nebraska, North Dakota, South Dakota, Wisconsin

Internal Revenue Service
EP/EO Division
230 S. Dearborn
DPN 20-5
Chicago, IL 60604

Attach Check or Money Order Here

Cat. No. 64720Z

Form 8718 (Rev. 5-93)

6/28/93

Published by Tax Management Inc., a Subsidiary of The Bureau of National Affairs, Inc.

8718.1

**Power of Attorney
and Declaration of Representative**

► For Paperwork Reduction and Privacy Act Notice, see the Instructions.

OMB No. 1545-0150
Expires 2-29-96

Part I Power of Attorney (Please type or print.)

1 Taxpayer Information (Taxpayer(s) must sign and date this form on page 2, line 9.)

Taxpayer name(s) and address Tsunami Fund 1388 Sutter Street, 10th Floor San Francisco, CA 94109	Social security number(s) : :	Employer identification number 94 : 3153687 Plan number (if applicable)
	: :	
	Daytime telephone number (415) 771-4308	

hereby appoint(s) the following representative(s) as attorney(s)-in-fact:

2 Representative(s) (Representative(s) must sign and date this form on page 2, Part II.)

Name and address Cynthia R. Rowland, Esq. Coblentz, Cahen, McCabe & Breyer 222 Kearny Street, 7th Floor San Francisco, CA 94108	CAF No. 9005-42695R Telephone No. (415) 391-4800 Fax No. () Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/>
Name and address William T. Hutton, Esq. Three Embarcadero Center, 7th Floor San Francisco, CA 94111	CAF No. Telephone No. (415) 434-1600 Fax No. () Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/>
Name and address Philip B. Feldman, Esq. Coblentz, Cahen, McCabe & Breyer 222 Kearny Street, 7th Floor San Francisco, CA 94108	CAF No. 9005-15523R Telephone No. (415) 391-4800 Fax No. () Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/>

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

3 Tax Matters

Type of Tax (Income, Employment, Excise, etc.)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s)
Income	1024	N/A

4 Specific Use Not Recorded on Centralized Authorization File (CAF).— If the power of attorney is for a specific use not recorded on CAF, please check this box. (See Line 4—Specific Uses Not Recorded on CAF on page 3.) ☐

5 Acts Authorized.—The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described in line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below) or the power to sign certain returns (see Line 5—Acts Authorized on page 4).
List any specific additions or deletions to the acts otherwise authorized in this power of attorney: N/A

Note: In general, an unenrolled preparer of tax returns cannot sign any document for a taxpayer. See Revenue Procedure 81-38, printed as Pub. 470, for more information.

Note: The tax matters partner/person of a partnership or S corporation is not permitted to authorize representatives to perform certain acts. See the Instructions for more information.

6 Receipt of Refund Checks.—If you want to authorize a representative named in line 2 to receive, BUT NOT TO ENDORSE OR CASH, refund checks, initial here _____ and list the name of that representative below.

Name of representative to receive refund check(s) ►

Cat. No. 11980J

Form 2848 (Rev. 2-93)

7 Notices and Communications.—Notices and other written communications will be sent to the first representative listed in line 2.

- a If you also want the second representative listed to receive such notices and communications, check this box ☐
 b If you do not want any notices or communications sent to your representative, check this box ☐

8 Retention/Revocation of Prior Power(s) of Attorney.—The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here. ☐

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

9 Signature of Taxpayer(s).—If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner/person, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

► IF THIS POWER OF ATTORNEY IS NOT SIGNED AND DATED, IT WILL BE RETURNED.

C. Brotsky
Signature

3/17/94
Date

Executive Vice President
Title (if applicable)

China Brotsky
Print Name

Signature

Date

Title (if applicable)

Print Name

Part II Declaration of Representative

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Treasury Department Circular No. 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:
 - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.
 - c Enrolled Agent—enrolled as an agent under the requirements of Treasury Department Circular No. 230.
 - d Officer—a bona fide officer of the taxpayer organization.
 - e Full-Time Employee—a full-time employee of the taxpayer.
 - f Family Member—a member of the taxpayer's immediate family (i.e., spouse, parent, child, brother, or sister).
 - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Service is limited by section 10.3(d)(1) of Treasury Department Circular No. 230).
 - h Unenrolled Return Preparer—an unenrolled return preparer under section 10.7(a)(7) of Treasury Department Circular No. 230.

► If this declaration of representative is not signed and dated, the power of attorney will be returned.

Designation—Insert above letter (a–h)	Jurisdiction (state) or Enrollment Card No.	Signature	Date
a	CA	<i>Cynthia Hopland</i>	<i>3/8/94</i>
a	CA	<i>Jim [illegible]</i>	<i>3/22/94</i>
a	CA	<i>Gellman</i>	<i>3/8/94</i>

**Power of Attorney
and Declaration of Representative**

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OMB No. 1545-0150
Expires 2-29-96

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	Daytime telephone number (415) 771-4308	Plan number (if applicable)

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Name and address William T. Hutton, Esq. Three Embarcadero Center, 7th Floor San Francisco, CA 94111	CAF No. Telephone No. (415) 434-1600 Fax No. () Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/>
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Income	1024	N/A

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6 Receipt of Refund Checks.—If you want to authorize a representative named in line 2 to receive, BUT NOT TO ENDORSE OR CASH, refund checks, initial here _____ and list the name of that representative below.

Name of representative to receive refund check(s) ► _____

Cat. No. 11980J

Form 2848 (Rev. 2-93)

Application for Recognition of Exemption
Under Section 501(a)
or for Determination Under Section 120

OMB No. 1545-0057

If exempt status is
approved, this application
will be open for public
inspection

Read the instructions for each Part carefully.

A User Fee must be attached to this application.

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to you.

Complete the Procedural Checklist on page 4 of the instructions.

Part I.—Identification of Applicant (Must be completed by all applicants; also complete appropriate Schedule.)

Check the appropriate box below to indicate the section under which you are applying:

- a ☐ Section 501(c)(1)—Title holding corporations (Schedule A, page 6)
- b ☒ Section 501(c)(2)—Civic leagues, social welfare organizations (including certain war veterans' organizations), or local associations of employees (Schedule B, page 7)
- c ☐ Section 501(c)(5)—Labor, agricultural, or horticultural organizations (Schedule C, page 8)
- d ☐ Section 501(c)(6)—Business leagues, chambers of commerce, etc. (Schedule C, page 8)
- e ☐ Section 501(c)(7)—Social clubs (Schedule D, page 9)
- f ☐ Section 501(c)(8)—Fraternal beneficiary societies, etc., providing life, sick, accident, or other benefits to members (Schedule E, page 1)
- g ☐ Section 501(c)(9)—Voluntary employees' beneficiary associations (Schedule F, page 12)
- h ☐ Section 501(c)(10)—Domestic fraternal societies, orders, etc., not providing life, sick, accident or other benefits (Schedule E, page 11)
- i ☐ Section 501(c)(12)—Benevolent life insurance associations, mutual ditch or irrigation companies, mutual or cooperative telephone companies, or like organizations (Schedule G, page 13)
- j ☐ Section 501(c)(13)—Cemeteries, crematoria, and like corporations (Schedule H, page 14)
- k ☐ Section 501(c)(15)—Mutual insurance companies or associations, other than life or marine (Schedule I, page 15)
- l ☐ Section 501(c)(17)—Trusts providing for the payment of supplemental unemployment compensation benefits (Schedule J, page 16)
- m ☐ Section 501(c)(19)—A post, organization, auxiliary unit, etc., of past or present members of the Armed Forces of the United States (Schedule K, page 17)
- n ☐ Section 501(c)(20)—Trust/organization for prepaid group legal services (Parts I, II, and Schedule M, page 21)
- o ☐ Section 501(c)(25)—Title holding corporations or trusts (Schedule A, page 6)
- p ☐ Section 120—Qualified group legal services plans (Parts I, II, and Schedule L, page 19)

1a Full name of organization (as shown in organizing document)

Tsunami Fund

2 Employer identification number (If none see Specific Instructions)

94-3153687

1b c/o Name (if applicable)

1c Address (number and street)

1388 Sutter Street, 10th Floor

1d City or town, county, state, and ZIP code

San Francisco, CA 94109

3 Telephone number (including area code) of person to be contacted during business hours if more information is needed

Cynthia R. Rowland, Esq. (415) 391-4800

4 Month the annual accounting period ends

March

5 Date incorporated or formed

March 3, 1992

6 Activity codes (see back cover)

480

7 Did the organization apply for recognition of exemption under this Code section or under any other section of the Code? ☐ Yes ☒ No
If "Yes," attach an explanation.

8 Has the organization filed Federal income tax returns or exempt organization information returns? ☐ Yes ☒ No
If "Yes," state the form number(s), years filed, and Internal Revenue office where filed.

9 Check the box for your type of organization. BE SURE TO ATTACH A COMPLETE COPY OF THE CORRESPONDING DOCUMENTS TO THE APPLICATION BEFORE MAILING.

- a ☒ Corporation—Attach a copy of your Articles of Incorporation, (including amendments and restatements) showing approval by the appropriate state official; also attach a copy of your bylaws. See Attached.
- b ☐ Trust—Attach a copy of your Trust Indenture or Agreement, including all appropriate signatures and dates.
- c ☐ Association—Attach a copy of your Articles of Association, Constitution, or other creating document, with a declaration (see instructions) other evidence that the organization was formed by adoption of the document by more than one person. Include also a copy of your bylaw

If you are a corporation or an unincorporated association that has not yet adopted bylaws, check here ☐

PLEASE
SIGN
HERE

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization, and that I have examined the application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Cynthia R. Rowland
(Signature)

Attorney
(Title or authority of signer)

3-29-94
(Date)

- 7 Notices and Communications.**—Notices and other written communications will be sent to the first representative listed in line 2.
- a If you also want the second representative listed to receive such notices and communications, check this box ☐
- b If you do not want any notices or communications sent to your representative, check this box ☐
- 8 Retention/Revocation of Prior Power(s) of Attorney.**—The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here. ☐
- YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.**
- 9 Signature of Taxpayer(s).**—If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner/person, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.
- IF THIS POWER OF ATTORNEY IS NOT SIGNED AND DATED, IT WILL BE RETURNED.

L. Prosky
Signature

3/17/94
Date

Executive Vice President
Title (if applicable)

Chana B. Prosky
Print Name

Signature

Date

Title (if applicable)

Print Name

Part II Declaration of Representative

Under penalties of perjury, I declare that

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Treasury Department Circular No. 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:
 - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.
 - c Enrolled Agent—enrolled as an agent under the requirements of Treasury Department Circular No. 230.
 - d Officer—a bona fide officer of the taxpayer organization.
 - e Full-Time Employee—a full-time employee of the taxpayer.
 - f Family Member—a member of the taxpayer's immediate family (i.e., spouse, parent, child, brother, or sister).
 - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Service is limited by section 10.3(d)(1) of Treasury Department Circular No. 230).
 - h Unenrolled Return Preparer—an unenrolled return preparer under section 10.7(a)(7) of Treasury Department Circular No. 230.

► If this declaration of representative is not signed and dated, the power of attorney will be returned.

Designation—Insert above letter (a–h)	Jurisdiction (state) or Enrollment Card No.	Signature	Date
a	CA	<i>Cynthia Prosky</i>	3/9/94
a	CA	<i>Min S. Lee</i>	3/22/94
a	CA	<i>Heldman</i>	3/8/94

Part II.—Activities and Operational Information (Must be completed by all applicants)

- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in your organizational document. Describe each activity separately in the order of importance. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

The purpose of Tsunami Fund is to promote charitable and educational activities with respect to diverse environmental and social justice issues. Tsunami anticipates making grants to other organizations involved in such issues and may also engage in activities which directly promote its social welfare agenda.

The grant-making and direct activities of Tsunami may include litigation, regulatory initiatives, and legislative advocacy components as appropriate for the issues at hand. The activities have not yet been initiated.

The activities of Tsunami will be carried out by employees and volunteers.

- 2 List the organization's present and future sources of financial support, beginning with the largest source first.

Contributions from Individuals.

Part II.—Activities and Operational Information (continued) (Must be completed by all applicants)**3 The membership of the organization's governing body is:**

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
See Attachment, Part II, 3	

4 If you are the outgrowth or continuation of any form of predecessor(s), state the name of each predecessor, the period during which it was in existence, and the reasons for its termination. Submit copies of all papers by which any transfer of assets was effected.

Not Applicable.

5 If you are now, or plan to be connected in any way with any other organization, describe the organization and explain the relationship (such as: financial support on a continuing basis; shared facilities or employees; same officers, directors, or trustees).

The Corporation shares facilities and personnel with Tides Foundation, a nonprofit corporation described in Internal Revenue Code Sections 501(c)(3) and 509(a)(1). All financial arrangements between Tides and the Corporation are for fair market value, as determined by a majority of the independent directors of the Board of each. Tides Foundation appoints one less than a majority of the directors of Tsunami. See Bylaws, Article V, Section 5.3

6 If you have capital stock issued and outstanding, state: (1) class or classes of the stock; (2) number and par value of the shares; (3) consideration for which they were issued; and (4) whether any dividends have been paid or whether your creating instrument authorizes dividend payments on any class of capital stock.

Not Applicable.

7 State the qualifications necessary for membership in the organization; the classes of membership (with the number of members in each class); and the voting rights and privileges received. If any group or class of persons is required to join, describe the requirement and explain the relationship between those members and members who join voluntarily. Submit copies of any membership solicitation material. Attach sample copies of all types of membership certificates issued.

Not Applicable.

8 Explain how your assets will be distributed on dissolution. Any assets remaining on dissolution of the Corporation will be distributed to a nonprofit fund, foundation or corporation which has established its tax-exempt status under Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code. See Articles of Incorporation, Article V, and Bylaws, Article IV.

Part II.—Activities and Operational Information (continued) (Must be completed by all applicants)

- 9 Have you made or do you plan to make any distribution of your property or surplus funds to shareholders or members? ☐ Yes ☒ No

If "Yes," state the full details, including: (1) amounts or value; (2) source of funds or property distributed or to be distributed; and (3) basis of, and authority for, distribution or planned distribution.

- 10 Does, or will, any part of your receipts represent payments for services performed or to be performed? . . . ☐ Yes ☒ No

If "Yes," state in detail the amount received and the character of the services performed or to be performed.

- 11 Have you made, or do you plan to make, any payments to members or shareholders for services performed or to be performed? ☐ Yes ☒ No

If "Yes," state in detail the amount paid, the character of the services, and to whom the payments have been, or will be made.

- 12 Do you have any arrangement to provide insurance for members, their dependents, or others (including provisions for the payment of sick or death benefits, pensions or annuities)? . . . ☐ Yes ☒ No

If "Yes," describe and explain the arrangement's eligibility rules and attach a sample copy of each plan document and each type of policy issued.

- 13 Are you under the supervisory jurisdiction of any public regulatory body, such as a social welfare agency, etc.? . . ☐ Yes ☒ No

If "Yes," submit copies of all administrative opinions or court decisions regarding this supervision as well as copies of applications or requests for the opinions or decisions.

- 14 Do you now lease or do you plan to lease any property? ☒ Yes ☐ No

If "Yes," explain in detail. Include the amount of rent, a description of the property, and any relationship between your organization and the other party. Also, attach a copy of any rental or lease agreement.

Tsunami will sub-lease space from Tides Foundation, a nonprofit corporation described in Internal Revenue Code Sections 501(c)(3) and 509(a)(1). The lease agreement has not been negotiated nor drafted as of the date of this application. Tsunami and Tides are related by virtue of common officers and directors. The amount of rent has not yet been established and will be equal to fair rental value as determined by an independent majority of each Board.

- 15 Have you spent or do you plan to spend any money attempting to influence the selection, nomination, election or appointment of any person to any Federal, state, or local public office or to an office in a political organization? ☐ Yes ☒ No

If "Yes," explain in detail and list the amounts spent or to be spent in each case.

- 16 Do you publish pamphlets, brochures, newsletters, journals, or similar printed material? ☐ Yes ☒ No

If "Yes," attach a recent copy of each.

Part III.—Financial Data (Must be completed by all applicants)

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A—Statement of Revenue and Expenses

Revenue	(a) Current Tax Year	3 Prior Tax Years or Proposed Budget for 2 Years			(e) Total
	From 3/1/93 To 2/28/94	(b) 19 95...	(c) 19 96...	(d) 19	
1 Gross dues and assessments of members					
2 Gross contributions, gifts, etc.		100,000	150,000		
3 Gross amounts derived from activities related to the organization's exempt purpose (attach schedule)					
4 Gross amounts from unrelated business activities (attach schedule)					
5 Gain from sale of assets, excluding inventory items (attach schedule)					
6 Investment income (see instructions)					
7 Other revenue (attach schedule)					
8 Total revenue (add lines 1 through 7)	- 0 -	100,000	150,000		
Expenses					
9 Expenses attributable to activities related to the organization's exempt purposes					
10 Expenses attributable to unrelated business activities					
11 Contributions, gifts, grants, and similar amounts paid (attach schedule)		80,000	125,000		
12 Disbursements to or for the benefit of members (attach schedule)					
13 Compensation of officers, directors, and trustees (attach schedule)					
14 Other salaries and wages					
15 Interest					
16 Occupancy					
17 Depreciation and depletion					
18 Other expenses (attach schedule)		10,000	15,000		
19 Total expenses	- 0 -	90,000	140,000		
20 Excess of revenue over expenses (line 8 minus line 19)	- 0 -	10,000	10,000		

B—Balance Sheet (at the end of the period shown)

Assets		Current Tax Year as of 1/31/94
1 Cash		1
2 Accounts receivable, net		2
3 Inventories		3
4 Bonds and notes receivable (attach schedule)		4
5 Corporate stocks		5
6 Mortgage loans (attach schedule)		6
7 Other investments (attach schedule)		7
8 Depreciable and depletable assets (attach schedule)		8
9 Land		9
10 Other assets (attach schedule)		10
11 Total assets		11 - 0 -
Liabilities		
12 Accounts payable		12
13 Contributions, gifts, grants, etc., payable		13
14 Mortgages and notes payable (attach schedule)		14
15 Other liabilities (attach schedule)		15
16 Total liabilities		16
Fund Balances or Net Assets		
17 Total fund balances or net assets		17
18 Total liabilities and fund balances or net assets (add line 16 and line 17)		18 - 0 -

If there has been any substantial change in any aspect of your financial activities since the end of the period shown above, check the box and attach a detailed explanation ☐

Schedule B

Organizations described in section 501(c)(4) (Civic leagues, social welfare organizations (including posts, councils, etc., of veterans' organizations not qualifying or applying for exemption under section 501(c)(19)) or local associations of employees.)

- 1 Has the Internal Revenue Service previously issued a ruling or determination letter recognizing you (or any predecessor organization listed in item 4 of Part II) to be exempt under section 501(c)(3) and later revoked that recognition of exemption on the basis that you (or your predecessor) were carrying on propaganda or otherwise attempting to influence legislation or on the basis that you engaged in political activity? ☐ Yes ☒ No

If "Yes," indicate the earliest tax year for which recognition of exemption under section 501(c)(3) was revoked and the IRS district office that issued the revocation.

- 2 Do you perform or plan to perform (for members, shareholders, or others) services, such as maintaining the common areas of a condominium; buying food or other items on a cooperative basis; or providing recreational facilities or transportation services, job placement, or other similar undertakings? ☐ Yes ☒ No

If "Yes," explain the activities in detail, including income realized and expenses incurred. Also, explain in detail the nature of the benefits to the general public from these activities. (If the answer to this question is explained in Part II (pages 2, 3, and 4), enter the page and item number here.)

- 3 If you are claiming exemption as a homeowners' association, is access to any property or facilities you own or maintain restricted in any way? ☐ Yes ☐ No

If "Yes," explain.

Not Applicable.

- 4 If you are claiming exemption as a local association of employees, state the name and address of each employer whose employees are eligible for membership in the association. If employees of more than one plant or office of the same employer are eligible for membership, give the address of each plant or office.

Not Applicable.

Exhibit A

Initial Members of the Board of Directors

	Initial Term
Gary Delgado	3 years
Lisa Goldberg	2 years
Drummond Pike	President

Tsunami Fund
1388 Sutter Street, 10th Floor
San Francisco, CA 94109
FEIN 94-3153687
Form 1024

Attachment, Part III, Line 18
Schedule of Other Expenses

	<u>1995</u>	<u>1996</u>
Other Expenses:		
Management Services	\$10,000	\$15,000

The Management Services fees will be paid to Tides Foundation pursuant to a management contract to be entered into at arms-length by the Board of Directors of Tsunami and Tides.

Tsunami Fund
1388 Sutter Street, 10th Floor
San Francisco, CA 94109
FEIN 94-3153687
Form 1024

Attachment, Part II, 3
Names, Addresses and Titles of
Members, Trustees and Officers

<u>Name and Title</u>	<u>Compensation</u>
Drummond Pike Director and President 312 Montford Avenue Mill Valley, CA 94941	-0-
Lisa Goldberg Director and Vice President c/o Revson Foundation 444 Madison Avenue New York, NY 10022	-0-
Gary Delgado Director and Secretary c/o Applied Research Center 440 Grand Avenue, Suite 401 Oakland, CA 94610	-0-
China Brotsky Treasurer 129 Randall Street San Francisco, CA 94131	-0-
Gail McComie Assistant Secretary 1700 Golden Gate Avenue, #26 San Francisco, CA 94115	-0-



State of California

OFFICE OF THE SECRETARY OF STATE

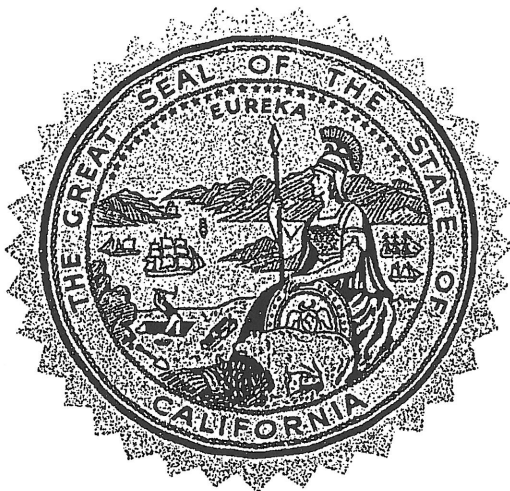
CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

MAR - 4 1992



March Fong Eu

Secretary of State

1522490

ARTICLES OF INCORPORATION
OF
TSUNAMI FUND

ENDORSED
FILED
in the office of the Secretary of State
of the State of California

MAR - 3 1992

MARCH FONG EU, Secretary of State

I

The name of this corporation is Tsunami Fund.

II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.

B. The specific purposes of this corporation include, but are not limited to, promoting social welfare by operating charitable and educational programs, including judicial, regulatory and legislative advocacy programs, that benefit the public.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Jim Browne
1388 Sutter Street, 10th Floor
San Francisco, CA 94109

IV

This corporation is organized and operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code.

V

The property of this corporation is irrevocably dedicated to social welfare purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which has established its tax-exempt status under Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code.

Dated: March 3, 1992

Anne Sproul

Anne Sproul,
Incorporator

BYLAWS OF
TSUNAMI FUND

A California Nonprofit Public Benefit Corporation

ARTICLE I

NAME OF CORPORATION

The name of this Corporation is Tsunami Fund.

ARTICLE II

OFFICES

1.1 Principal Office. The principal office for the transaction of the business of the Corporation shall be located in the City of San Francisco, California. The Directors may change the principal office from one location to another, and this section shall be amended accordingly.

1.2 Other Offices. The Board of Directors may at any time establish branch offices, either within or without the State of California, in order to advance the proper purposes of the Corporation.

ARTICLE III

OBJECTIVES AND PURPOSES

This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for social welfare purposes and it shall be nonprofit and nonpartisan. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the charitable and public purposes described in its Articles of Incorporation.

The primary objectives and purposes of this corporation shall be to promote social welfare by operating charitable and educational programs, including judicial, regulatory and legislative advocacy programs, that benefit the public.

ARTICLE IV

DEDICATION OF ASSETS

The properties and assets of this nonprofit Corporation are irrevocably dedicated to public benefits and/or charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or Officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its exempt status under Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code.

ARTICLE V

DIRECTORS

5.1 Powers.

(a) General Corporate Powers. The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

(b) Specific Powers. Without prejudice to their general powers, the Directors shall have the power to:

(i) Select and remove the Officers of the Corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation, if any.

(ii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country, and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting.

(iii) Adopt, make, and use a corporate seal and alter the form of the seal.

(iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes,

in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

5.2 Number of Directors. The authorized number of Directors shall be not less than three (3) nor more than fifteen (15) as the Board shall determine.

5.3 Appointment and Term of Office of Directors.

(a) The members of the Board of Directors as of the initial meeting of the Board shall be those persons whose names are attached to these Bylaws as Exhibit A, each of whom shall serve for the terms there indicated.

(b) Additional seats shall be authorized from time to time by the Board in increments of two, and shall be filled as follows:

(i) The Board of Directors of Tides Foundation shall appoint one less than a majority of the Directors, each of whom shall be appointed to serve three year terms. The terms of such appointees shall be staggered.

(ii) The President of the corporation shall serve *ex officio*, and his or her term shall be coextensive with his or her service as President.

(iii) The remaining Directors shall be elected by a majority vote of the Directors to serve terms of three years, which terms shall be staggered. In each annual election the persons holding seats pursuant to the preceding clauses (i) and (ii) for the upcoming term along with the Directors elected pursuant to this clause (iii) whose terms have not expired shall vote to fill the vacant seats.

(c) Directors may serve for not more than six consecutive years; *provided, however*, that (i) the Director serving *ex officio* pursuant to Section 5.3(b)(ii) shall not be subject to a term limit while holding the office of President, and (ii) the Chair of the Board, if elected for a term as Chair beyond the sixth consecutive year as Director, may serve an additional three year term. Any Director subject to a term limit who has served for six consecutive years may again serve as a Director only after an absence from the Board of at least one year.

(d) The Chair of the Board shall be selected by a majority vote of the Directors for such term as is determined by the Board.

5.4 Qualifications of Board Members. Any person 18 years of age or older may be nominated or elected to serve as a Director. Directors need not be residents of the State of California.

5.5 Vacancies.

(a) Events Causing Vacancy. A vacancy on the Board of Directors shall be deemed to exist at the occurrence of any of the following:

- (i) The death, resignation, or removal of any Director.
- (ii) The declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by an order of the court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Corporation Code §5231 and following of the California Nonprofit Public Benefit Corporation Law.
- (iii) The failure of the Board, at any meeting of the Board at which any Director is to be elected, to elect the Director to be elected at such meeting.
- (iv) The increase of the authorized number of Directors.

(b) Resignation. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the Chairman of the Board, the President, or the Secretary, unless the notice specifies a later time for the resignation to become effective. No Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

(c) Removal.

(i) Any Director may be removed, with or without cause, by the vote of the majority of the members of the entire Board of Directors at a special meeting called for that purpose, or at regular meetings, provided notice of that meeting and of the removal questions are given as provided in Section 5.8(b). Any vacancy caused by the removal of a Director shall be filled as provided in Section 5.5(d).

(ii) The following provisions are intended to deal with a situation when Directors do not attend meetings, and a quorum cannot be constituted over an extended period of time because an insufficient number of Board members are present. Any Director who does not attend three successive Board meetings will automatically be removed from the Board without Board resolution unless:

(A) The Director requests a leave of absence for a limited period of time, and the leave is approved by the Directors at a regular or

special meeting. If such a leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present.

(B) The Director suffers from an illness or disability which prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection (ii).

(C) The Board by resolution of the majority of Board members agrees to reinstate the Director who has missed three meetings.

(d) Filling of Vacancies. Any vacancy caused by the death, resignation, or removal of a Director shall be filled in accordance with the manner by which the departing Director was selected to fill the now vacant seat, under Section 5.3(b).

5.6 Place of Meeting; Meeting by Telephone. Regular meetings of the Board of Directors may be held at any place within or outside the State of California, as designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board shall be held at any place within or outside of the State of California, as designated in the notice of meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation. Notwithstanding the above provisions of this Section 5.6, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

5.7 Annual Meetings. The Board of Directors shall hold an annual meeting at a time and place designated by the Board of Directors for purposes of electing officers, designating committees, and transacting regular business. Notice of these meetings shall be by first-class mail postmarked not less than 10 nor more than 40 days in advance thereof, except that any Director may waive notice as provided in Section 5.8(c).

5.8 Special Meetings.

(a) Authority to Call. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board, the President, or any two Directors.

(b) Notice. Notice of any special meeting of the Board of Directors shall be given to all Directors either by first-class mail at least four days in advance or by notice delivered personally or by telephone or telegraph at least 48 hours in advance except that such notice may be waived by any Director as set forth in paragraph (c) below.

(c) Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present, and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the Corporation records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

5.9 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 5.10. Every act or decision done or made by a majority of the Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Director, if any action taken is approved by at least a majority of the quorum required for meeting.

5.10 Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

5.11 Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. Such notice may be waived in the same manner as set forth under Section 5.8(c).

5.12 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

5.13 Compensation of Directors. Directors and members of committees may receive reimbursement of expenses as may be determined by resolution of the Board of Directors to be just and reasonable. Directors shall not otherwise be compensated for service as a director.

5.14 Restriction on Interested Directors. Not more than 49% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise; (b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the Corporation within the previous 12 months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) hereof. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

ARTICLE VI

COMMITTEES

6.1 Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees to serve at the pleasure of the Board. Members of committees need not be members of the Board, but at least two Board members shall serve on each committee. Any member of any committee may be removed, with or without cause, at any time by the Board. Any committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution, may:

- (a) Fill vacancies on the Board of Directors or on any committee;
- (b) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;
- (c) Amend or repeal any resolution of the Board;
- (d) Designate any other committees of the Board or appoint the members of any committee;
- (e) Approve any transaction (i) to which the Corporation is a party and as to which one or more Directors has a material financial interest; or

(ii) between the Corporation and one or more of its Directors or between the Corporation and any corporation or firm in which one or more of its Directors has a material financial interest.

6.2 Meeting and Action of Committees. The Board of Directors may adopt rules for any committee not inconsistent with the provisions of these Bylaws.

6.3 Executive Committee. Pursuant to Section 6.1, the Board may appoint two (2) or more Directors and the President of the Corporation, to serve as the Executive Committee of the Board. The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 6.1.

ARTICLE VII

OFFICERS

7.1 Officers. The Corporation shall have the following officers: President, Vice-President, Secretary, and Treasurer, and such other Officers as the Board may designate by resolution and appoint pursuant to Section 7.3. Officers need not be Directors. One person may hold two or more offices, except those of President and Secretary, and President and Treasurer.

7.2 Election of Officers. The Officers of the Corporation, except those appointed in accordance with the provisions of Section 7.3 of this Article, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of any Officer under a contract of employment.

7.3 Subordinate Officers. The Board of Directors may appoint, and may authorize the President or any other Officer to appoint, any other Officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified by the Bylaws or determined from time to time by the Board of Directors.

7.4 Removal of Officers. Subject to rights, if any, under any contract of employment, any Officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or, except in the case of an Officer chosen by the Board of Directors, by an Officer on whom such power of removal has been conferred by the Board of Directors.

7.5 Resignation of Officers. Any Officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

7.6 Vacancies in Office. A vacancy in any Office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that Office.

7.7 Responsibilities of Officers.

(a) President. The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Executive Committee. He shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The President shall be responsible to the Board of Directors, shall see that the Board is advised on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and these Bylaws. The President shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board.

(b) Vice-President. In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall have such other duties as may from time to time be prescribed by the Board of Directors.

(c) Secretary. The Secretary shall attend to the following:

(i) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors and committees of Directors, with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(ii) Notices, Seal, and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors

required by the Bylaws to be given. The Secretary shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(d) Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall attend to the following:

(i) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

(ii) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; shall disburse funds of the Corporation as may be ordered by the Board of Directors; shall render to the President and Directors, whenever they request it, an account of all financial transactions and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws. The Treasurer may delegate any of the foregoing duties.

(iii) Bond. If required by the Board of Directors, the Treasurer shall give the Corporation a bond in the amount and with the surety specified by the Board for the faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

ARTICLE VIII

RECORDS AND REPORTS

8.1 Maintenance of Articles and Bylaws. The Corporation shall keep at its principal executive office the original or a copy of the Articles and Bylaws as amended to date.

8.2 Maintenance of Other Corporate Records. The accounting books, records, and minutes of the proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal

executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

8.3 Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

8.4 Annual Statement of Certain Transactions and Indemnifications. The corporation shall prepare and mail or deliver to each Director an annual statement of the amount and circumstances of any transaction or indemnification of the following kind:

(a) Any transaction(s) involving more than fifty thousand dollars (\$50,000) in the aggregate in which the corporation, its parent or its subsidiary was a party, and in which any director or officer of the corporation, its parent or subsidiary (a mere common directorship shall not be considered such an interest) had a direct or indirect financial interest.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the corporation pursuant to Article 10 hereof, unless such indemnification has already been approved pursuant to Section 10.1.

ARTICLE IX

CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS

9.1 Contracts with Directors and Officers.

(a) No Director or Officer of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors or Officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (i) the material facts regarding such Director's or Officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board prior to consideration by the Board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting

number of directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

10.2 Insurance. This Corporation shall have the power and shall exercise its best efforts to purchase and maintain insurance on behalf of any Director, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 10.1 of these Bylaws; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of the Corporation for any self-dealing transactions, as described in Section 523.3 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE XI

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

ARTICLE XII

AMENDMENTS

Bylaws may be adopted, amended, or repealed by a majority vote of the entire Board of Directors except that Sections 5.2, 5.3(b), 5.5(d), 5.9 and this Article XII may not be amended or repealed without the consent of two-thirds of the entire Board of Directors.

the vote or votes of such interested Director(s); (iii) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) this Corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to this Corporation at the time the transaction is entered into.

(b) The provisions of this Section do not apply to a transaction which is part of an educational or charitable program of the Corporation if it: (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more Directors or Officers or their families because they are in the class of persons intended to be benefitted by the educational or charitable program of this Corporation.

9.2 Loans to Directors and Officers. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General of the State of California; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or Officer, provided that in the absence of such advance such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

ARTICLE X

INDEMNIFICATION OF DIRECTORS AND OFFICERS

10.1 Right to Indemnification. This Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Public Benefit Corporation Law.

In determining whether indemnification is available to the Director, Officer or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Section 5238 of the California Nonprofit Public Benefit Corporation Law has been met shall be made by a majority vote of a quorum of directors who are not parties to the proceeding. If the number of directors who are not parties to the proceeding is less than two-thirds of the total

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
2 CUPANIA CIRCLE
MONTEREY PARK, CA 91755-7406

DEPARTMENT OF THE TREASURY

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
2 CUPANIA CIRCLE
MONTEREY PARK, CA 91755-7406

DEPARTMENT OF THE TREASURY

Date: JUL 11 1994.

TSUNAMI FUND
1388 SUTTER STREET, 10TH FLOOR
SAN FRANCISCO, CA 94109

Employer Identification Number:
94-3153687
Case Number:
954101064
Contact Person:
CAROLYN TSCHOPIK
Contact Telephone Number:
(213) 725-7002
Our Letter Dated:
May 12, 1994
Form:
1120
Tax Years:
All applicable
90-Day User Fee Response Date:

OCT 11 1994

Dear Applicant:

On the above date we wrote you about your Form 1024, Application for Recognition of Exemption Under Section 501(a) or for Determination Under Section 120. In that letter we asked you to send us additional information to show that you have met all legal requirements.

To date we have not received the information necessary to make a determination of your tax-exempt status. We therefore cannot process your application and have closed your case.

User fees are not refundable for requests that are closed because information necessary to make a determination is not received. However, if you send us a new Form 1024 within 90 days from the date of this letter, no additional amount is due. If you send a new Form 1024 more than 90 days after the date of this letter, another user fee payment is required.

If you do send us a new Form 1024, PLEASE ATTACH A COPY OF THIS LETTER and be sure your application includes the information we requested in our earlier letter referred to above.

You are required to file Federal income tax returns on the form and for the years shown above. File these returns with your key District Director for exempt organization matters within 60 days from the date of this letter, unless a request for an extension of time is granted. File returns for later tax years with the appropriate service center indicated in the instructions for those returns.

If you have any questions about this matter, please write to the person whose name is shown at the top of this letter, or you may call that person at the telephone number shown. If you write to us, please provide your telephone number and the most convenient time for us to call in case we need more information.

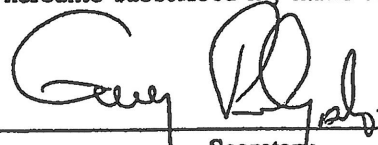
We have sent a copy of this letter to your representative as indicated in your power of attorney.

CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of Tsunami Fund, a California corporation, do hereby certify:

That the foregoing Bylaws consisting of 13 pages were adopted as the Bylaws of the Corporation by the Directors of the Corporation on 2-15, 1994 and the same do now constitute the Bylaws of said Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 15 day of Feb, 1994.


_____, Secretary

-2-

TSUNAMI FUND

Thank you for your cooperation.

Sincerely yours,

A handwritten signature in dark ink, appearing to read "Richard R. Grosco". The signature is stylized with a large, sweeping initial "R" and a long, horizontal flourish extending to the right.

Richard R. Grosco
District Director

Letter 1315 (DO/CG)

-3-

TSUNAMI FUND

If you respond prior to the 90-Day User Fee Response Date, please only submit the information requested in my letter dated May 12, 1994. Please do not submit a new 1024 Application. In addition, if you respond prior to the 90-Day User Fee Response Date, you do not have to pay another User Fee.

Letter 1315 (DO/CG)

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
2 CUPANIA CIRCLE
MONTEREY PARK, CA 91755-7406

DEPARTMENT OF THE TREASURY

Date: JUL 11 1994

TSUNAMI FUND
C/O CYNTHIA R. ROWLAND, ESQ. - COBLENT
CAHEN, MCCABE & BREYER
222 KEARNY STREET, 7TH FLOOR
SAN FRANCISCO, CA 94108

Employer Identification Number:

94-3153687

Case Number:

954101064

Contact Person:

CAROLYN TSCHOPIK

Contact Telephone Number:

(213) 725-7002

Our Letter Dated:

May 12, 1994

Form:

1120

Tax Years:

All applicable

90-Day User Fee Response Date:

OCT 11 1994

Dear Applicant:

On the above date we wrote you about your Form 1024, Application for Recognition of Exemption Under Section 501(a) or for Determination Under Section 120. In that letter we asked you to send us additional information to show that you have met all legal requirements.

To date we have not received the information necessary to make a determination of your tax-exempt status. We therefore cannot process your application and have closed your case.

User fees are not refundable for requests that are closed because information necessary to make a determination is not received. However, if you send us a new Form 1024 within 90 days from the date of this letter, no additional amount is due. If you send a new Form 1024 more than 90 days after the date of this letter, another user fee payment is required.

If you do send us a new Form 1024, PLEASE ATTACH A COPY OF THIS LETTER and be sure your application includes the information we requested in our earlier letter referred to above.

You are required to file Federal income tax returns on the form and for the years shown above. File these returns with your key District Director for exempt organization matters within 60 days from the date of this letter, unless a request for an extension of time is granted. File returns for later tax years with the appropriate service center indicated in the instructions for those returns.

If you have any questions about this matter, please write to the person whose name is shown at the top of this letter, or you may call that person at the telephone number shown. If you write to us, please provide your telephone number and the most convenient time for us to call in case we need more information.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Letter 1315 (DO/CG)

-2-

TSUNAMI FUND

Thank you for your cooperation.

Sincerely yours,

A handwritten signature in dark ink, appearing to read "Richard R. Orosco". The signature is fluid and cursive, with a long horizontal stroke at the end.

Richard R. Orosco
District Director

Letter 1315 (DO/CG)

TSUNAMI FUND

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INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
2 CUPANIA CIRCLE
MONTEREY PARK, CA 91755-7406

DEPARTMENT OF THE TREASURY

Date: 5-12-94

TSUNAMI FUND
C/O CYNTHIA R. ROWLAND, ESQ. - COBLENTZ
CAHEN, MCCABE & BREYER
222 KEARNY STREET, 7TH FLOOR
SAN FRANCISCO, CA 94108

Employer Identification Number:
94-3153687
Case Number:
954101064
Contact Person:
CAROLYN TSCHOPIK
Contact Telephone Number:
(213) 725-7002
Response Due Date:
June 1, 1994

Dear Applicant:

Before we can recognize your organization as being exempt from Federal income tax, we must have enough information to show that you have met all legal requirements. You did not include the information needed to make that determination on your Form 1024, Application for Recognition of Exemption Under Section 501(a) or for Determination Under Section 120.

To help us determine whether your organization is exempt from Federal income tax, please send us the requested information by the above date. We can then complete our review of your application.

If we do not hear from you within that time, we will assume you do not want us to consider the matter further and will close your case. As a result, the Internal Revenue Service will treat your organization as a taxable entity. If we receive the information after the response due date, we may ask you to send us a new Form 1024.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Thank you for your cooperation.

Sincerely yours,

C. Tschopik

Exempt Organizations Specialist

RECEIVED

MAY 16 1994

COBLENTZ, CAHEN
MCCABE & BREYER

Letter 1313 (DO/CG)

TSUNAMI FUND

We are considering your application for tax-exempt status and find that it is incomplete. We need the following information over the signature of one of your principal officers:

Please submit a copy of the determination letter that granted tax-exempt status to the Tides Foundation.

On Line 1, Page 2, Form 1024, you stated as follows: "Tsunami anticipates making grants to other organizations"

Will the "other organizations" ALL be tax-exempt organizations? If yes, under what Code section(s)?

Will anyone use your facility other than for the purpose of directly carrying out your work? Will any of your directors or employees reside at your facility? If so, explain fully. Is the owner of the facility related to you in any way other than as landlord?

Please submit copies of any brochures, pamphlets, newsletters, advertisements, or any other literature regarding your organization.

Please provide copies of any written leases, contracts, or agreements entered into by your organization.

Please submit a chronology and description of your organization's activities for the past year.

We wish to call your attention to section 5 of Revenue Procedure 84-46, Cumulative Bulletin 1984-1, page 541, which reads in part, as follows:

"02. Exempt status will be recognized in advance of operations if proposed operations can be described in sufficient detail to permit a conclusion that the organization will clearly meet the particular requirements of the section under which exemption is claimed. A mere restatement of purposes or a statement that proposed activities will be in furtherance of such purposes will not satisfy this requirement. The organization must fully describe the activities in which it expects to engage, including the standards, criteria, procedures, or other means adopted or planned for carrying out the activities; the anticipated sources of receipts; and the nature of contemplated expenditures. Where the organization cannot demonstrate to the satisfaction of the Service that its proposed activities will be exempt, a record of actual operations may be required before a ruling or determination letter will be issued. In those cases where an organization is unable to describe fully its purposes and activities, a refusal to issue a ruling or determination letter will be considered an initial adverse determination from which administrative appeal or protest rights will be afforded."

The information submitted with your application does not contain suff.

Letter 1313 (DO/CG)

-3-

TSUNAMI FUND

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Therefore, please submit a much more detailed description of those activities.

Letter 1313 (DO/CG)

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
2 CUPANIA CIRCLE
MONTEREY PARK, CA 91755-7406

DEPARTMENT OF THE TREASURY

Date:

6-12-94

TSUNAMI FUND
1388 SUTTER STREET, 10TH FLOOR
SAN FRANCISCO, CA 94109

Employer Identification Number:

94-3153687

Case Number:

954101064

Contact Person:

CAROLYN TSCHOPIK

Contact Telephone Number:

(213) 725-7002

Response Due Date:

June 1, 1994

Dear Applicant:

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If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Thank you for your cooperation.

Sincerely yours,

Exempt Organizations Specialist

Letter 1313 (DO/CG)

TSUNAMI FUND

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Letter 1313 (DO/CG)

-3-

TSUNAMI FUND

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Letter 1313 (DO/CG)

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
2 CUPANIA CIRCLE
MONTEREY PARK, CA 91755-7406

DEPARTMENT OF THE TREASURY

Date:

TSUNAMI FUND
C/O CYNTHIA R. ROWLAND, ESQ. - COBLENT
CAHEN, MCCABE & BREYER
222 KEARNY STREET, 7TH FLOOR
SAN FRANCISCO, CA 94108

Employer Identification Number:

94-3153687

Case Number:

954101064

Contact Person:

CAROLYN TSCHOPIK

Contact Telephone Number:

(213) 725-7002

Response Due Date:

June 1, 1994

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Sincerely yours,

Exempt Organizations Specialist

Letter 1313 (DO/CG)

-3-

TSUNAMI FUND

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Letter 1313 (DO/CG)